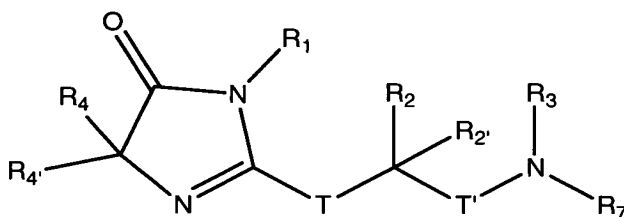


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-;

R<sub>2</sub> and R<sub>2'</sub> are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl; or R<sub>2</sub> and R<sub>2'</sub> taken together form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring;

R<sub>3</sub> is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, -C(O)-R<sub>6</sub>, or -S(O)<sub>2</sub>-R<sub>6a</sub>;

R<sub>4</sub> and R<sub>4'</sub> are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R<sub>4</sub> and R<sub>4'</sub>, together with the carbon to which they are attached form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring; or R<sub>4</sub>, taken together with R<sub>4'</sub>, is an optionally substituted alkylidene;

R<sub>6</sub> is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R<sub>9</sub>O- or R<sub>11</sub>-NH-;

R<sub>6a</sub> is optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, or R<sub>11</sub>-NH-;

R<sub>7</sub> is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

or R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

or R<sub>7</sub> taken together with R<sub>2</sub> form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

R<sub>9</sub> is optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl; and

R<sub>11</sub> is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

(Formula I including single stereoisomers and mixtures of stereoisomers);

a pharmaceutically acceptable salt of a compound of Formula I;  
a pharmaceutically acceptable solvate of a compound of Formula I; or  
a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. (Original) A compound of claim 1 comprising one or more of the following:  
one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>4</sub> and R<sub>4</sub>' are independently chosen from hydrogen, optionally substituted aryl and optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-;

R<sub>6</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>11</sub>O- or R<sub>12</sub>-NH-;

R<sub>11</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl;

R<sub>12</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl; and

R<sub>7</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>13</sub> alkyl, optionally substituted aryl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heterocyclyl, or optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-.

3. (Original) A compound of claim 1 comprising one or more of the following:  
one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2'</sub> is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>4</sub> and R<sub>4'</sub>, together with the carbon to which they are attached form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring;

R<sub>6</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>11</sub>O- or R<sub>12</sub>-NH-;

R<sub>11</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl;

R<sub>12</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl; and

R<sub>7</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>13</sub> alkyl, optionally substituted aryl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heterocyclyl, or optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-.

4. (Original) A compound of claim 1 comprising one or more of the following:  
one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2'</sub> is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>4</sub>, taken together with R<sub>4'</sub>, is an optionally substituted alkylidene;

R<sub>6</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>11</sub>O- or R<sub>12</sub>-NH-;

R<sub>11</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl;

R<sub>12</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl or optionally substituted aryl; and

R<sub>7</sub> is hydrogen, optionally substituted C<sub>1</sub>-C<sub>13</sub> alkyl, optionally substituted aryl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heterocyclyl, or optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-.

5. (Currently Amended) A compound of claim 2, ~~3, or 4~~ comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinyethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub>' is hydrogen;

R<sub>6</sub> is optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, or optionally substituted aryl; and

R<sub>7</sub> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl; cyclohexyl; phenyl substituted with hydroxyl, C<sub>1</sub>-C<sub>4</sub> alkoxy or C<sub>1</sub>-C<sub>4</sub> alkyl; benzyl; or R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is hydroxyl, carboxy, (C<sub>1</sub>-C<sub>4</sub> alkoxy)carbonyl-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, (C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, amino, (C<sub>1</sub>-C<sub>4</sub> alkoxy)carbonylamino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, or optionally substituted N-heterocyclyl-.

6. (Original) A compound of claim 5 comprising one or more of the following:

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is ethyl or propyl;

R<sub>6</sub> is optionally substituted phenyl; and

R<sub>7</sub> is R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

7. (Original) A compound of claim 6 comprising one or more of the following:

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is i-propyl; and

R<sub>6</sub> is tolyl, halophenyl, methylhalophenyl, hydroxymethyl-phenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl;

R<sub>7</sub> is aminoethyl, aminopropyl, aminobutyl, aminopentyl, aminoethyl, methylaminoethyl, methylaminopropyl, methylaminobutyl, methylaminopentyl, methylaminoethyl, dimethylaminoethyl, dimethylaminopropyl, dimethylaminobutyl, dimethylaminopentyl, dimethylaminoethyl, ethylaminoethyl, ethylaminopropyl, ethylaminobutyl, ethylaminopentyl, ethylaminoethyl, diethylaminoethyl, diethylaminopropyl, diethylaminobutyl, diethylaminopentyl, or diethylaminoethyl.

8. (Original) A compound of claim 7 wherein R<sub>1</sub> is benzyl.

9. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2'</sub> is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub> and R<sub>4'</sub> are independently chosen from hydrogen, optionally substituted aryl and optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-; and

R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which

optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.

10. (Original) A compound of claim 1 comprising one or more of the following:  
one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub> and R<sub>4</sub>', together with the carbon to which they are attached form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring; and

R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.

11. (Original) A compound of claim 1 comprising one or more of the following:  
one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub>, taken together with R<sub>4</sub>', is an optionally substituted alkylidene; and

R<sub>7</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring.

12. (Currently Amended) A compound of claim 9, ~~10, or 11~~ comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub> is hydrogen; and

R<sub>3</sub> taken together with R<sub>7</sub> and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.

13. (Currently Amended) A compound of claim 9, ~~10, or 11~~ comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub> is hydrogen; and

R<sub>3</sub> taken together with R<sub>7</sub>, and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.



14. (Currently Amended) A compound of claim 9, ~~10, or 11~~ comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

R<sub>2</sub>' is hydrogen; and

R<sub>3</sub> taken together with R<sub>7</sub> forms an optionally substituted piperazine- or diazepam ring.

15. (Currently Amended) A compound of claim 9, ~~10, or 11~~ comprising one or more of the following:

R<sub>1</sub> is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R<sub>2</sub> is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl; and

R<sub>2</sub>' is hydrogen.

16. (Original) A compound of claim 15 comprising one or more of the following:

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl; and

R<sub>2</sub> is ethyl or propyl.

17. (Original) A compound of claim 16 comprising one or more of the following:

R<sub>1</sub> is benzyl; and

R<sub>2</sub> is i-propyl.

18. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub> and R<sub>4</sub>' are independently chosen from hydrogen, optionally substituted aryl and optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is optionally substituted phenyl; and

R<sub>7</sub> is R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

19. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub> and R<sub>4</sub>', together with the carbon to which they are attached form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is optionally substituted phenyl; and

R<sub>7</sub> is R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

20. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub>, taken together with R<sub>4</sub>', is an optionally substituted alkylidene;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is optionally substituted phenyl; and

R<sub>7</sub> is R<sub>16</sub>-alkylene-, wherein R<sub>16</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

21. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub> and R<sub>4</sub>' are independently chosen from hydrogen, optionally substituted aryl and optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl; and

R<sub>3</sub> taken together with R<sub>7</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which

optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring.

22. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub> and R<sub>4</sub>', together with the carbon to which they are attached form an optionally substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring; and

R<sub>3</sub> taken together with R<sub>7</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring.

23. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

R<sub>1</sub> is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>4</sub>, taken together with R<sub>4</sub>', is an optionally substituted alkylidene;

R<sub>3</sub> taken together with R<sub>7</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring.

24. (Original) A compound of claim 1 that is  
N-(3-Amino-propyl)-N-[1-(6-benzyl-7-oxo-4,6-diaza-spiro[2.4]hept-4-en-5-yl)-  
2-methyl-propyl]-4-methyl-benzamide; or  
N-(3-Amino-propyl)-N-[1-(1-benzyl-4-isopropylidene-5-oxo-4,5-dihydro-1H-  
imidazol-2-yl)-2-methyl-propyl]-4-methyl-benzamide, or  
a pharmaceutically acceptable salt, solvate or solvate of a salt thereof.
25. (Currently Amended) A compound of any of claim 1 ~~the above claims~~  
wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' is attached is of the R  
configuration.
26. (Currently Amended) A composition comprising a pharmaceutical  
excipient and a compound of ~~any one of claims 1-24~~ claim 1.
27. (Original) A composition according to claim 26, wherein said composition  
further comprises a chemotherapeutic agent other than a compound of claim 1.
28. (Original) A composition according to claim 27 wherein said  
chemotherapeutic agent is a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.
29. (Currently Amended) A method of modulating KSP kinesin activity which  
comprises contacting said kinesin with an effective amount of a compound according  
to ~~any one of claims 1 to 24~~ claim 1.
30. (Currently Amended) A method of inhibiting KSP which comprises  
contacting said kinesin with an effective amount of a compound according to ~~any one  
of claims 1 to 24~~ claim 1.

31. (Currently Amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a compound according to ~~any one of claims 1-24~~ claim 1.

32. (Currently Amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a composition according to ~~any one of claims 26-28~~ claim 26.

33. (Currently Amended) A method according to claim 31 ~~or claim 32~~ wherein said disease is selected from cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

34. (Cancelled).

35. (Cancelled).